

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**NOTICE OF FINAL APPLICATION OF AMHERST CONSULTING, LLC FOR  
COMPENSATION & REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Notice is hereby given that the following professional persons have made application to the United States Bankruptcy Court for the Western District of Michigan for allowance and payment of fees and expenses incurred in these bankruptcy cases, as listed below:

Professional (name and address):	Amherst Consulting, LLC 255 E. Brown St., Ste. 120 Birmingham, MI 48009
Fees requested:	\$0.00
Expenses requested:	\$0.00
Fees and expenses previously allowed by Court:	\$53,780 in fees pursuant to the Interim Fee Order

PLEASE NOTE: The application is available for public review at the Clerk's Office, One Division North, Grand Rapids, Michigan, Monday through Friday, from 8:00 a.m. – 4:00 p.m. No hearing will be set before the Court unless a written objection to this application is timely filed with the Clerk of the Bankruptcy Court. If you have any objection, you have 21 days from the date of service of this notice in which to file such written objection. If an objection is filed, a subsequent notice will be sent to you of the date, time and location of the hearing on the objection.

<sup>1</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella's Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden's Restaurant Saloon)(4255).

ANY OBJECTION MUST BE TIMELY FILED WITH:

United State Bankruptcy Court  
One Division North  
Grand Rapids, Michigan 49503

A COPY OF ANY OBJECTION MUST ALSO BE SENT TO:

Jaffe Raitt Heuer & Weiss, P.C.  
Attn: Paul R. Hage  
27777 Franklin, Suite 2500  
Southfield, Michigan 48034  
[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

Respectfully submitted by,

**JAFFE RAIT HEUER & WEISS, P.C.**

By:       /s/ Paul R. Hage        
Paul R. Hage (P70460)  
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-and-

**SUGAR FELSENTAL GRAIS &  
HELSINGER, LLP**

Michael A. Brandess  
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*Counsel to the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et al.*

Dated: March 5, 2021.

**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>2</sup>

Debtors.

Chapter 11  
Case No. 20-01947-jwb  
Hon. James W. Boyd  
Jointly Administered

**FINAL APPLICATION OF AMHERST CONSULTING, LLC FOR COMPENSATION &  
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

Amherst Consulting, LLC (“Amherst”), financial advisor to the Official Committee of Unsecured Creditors of Barfly Ventures, LLC (the “Committee”) appointed in the above-captioned chapter 11 cases, seeks final approval of \$53,780 in fees and expenses previously approved and paid by the Debtors under the Interim Fee Order (as that term is defined below) pursuant to sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Local Bankruptcy Rule 2016-2 and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Doc. No. 113] (the “Compensation Order”).<sup>3</sup>

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<sup>2</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat,-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

<sup>3</sup> The Bankruptcy Code is set forth in 11 U.S.C. §§ 101 *et seq.* Specific sections of the Bankruptcy Code are identified herein as “section \_\_\_\_.” Similarly, specific rules from the Federal Rules of Bankruptcy Procedure are identified herein as “Bankruptcy Rule \_\_\_\_” and specific rules from the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Michigan are identified herein as “Local Bankruptcy Rule \_\_\_\_.”

Amherst has not incurred any fees or expenses in these cases other than those fees and expenses approved in the Interim Fee Order and, therefore, is not seeking approval of any additional fees or expenses incurred in these cases. Rather, Amherst files this Fee Application solely to obtain final approval of the fees and expenses previously approved in the Interim Fee Order. In support of this Fee Application, Amherst states:

**Jurisdiction & Venue**

1. The Court has jurisdiction over this matter under 28 U.S.C. § 1334 and 28 U.S.C. § 157(a). This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper in this District under 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested in this Fee Application are sections 330, 331 and 503(b)(2), Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

**Background**

2. On June 3, 2020, Barfly Ventures, LLC and its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to manage their remaining assets and financial affairs as debtors in possession.

3. The Office of the United States Trustee appointed the Committee on June 23, 2020 [Doc. No. 85].

4. The Court entered an order approving Amherst’s employment as financial advisor for the Committee, retroactive to June 25, 2020, on August 10, 2020 [Doc. No. 232] (the “Employment Order”).

5. On December 30, 2020, the Court entered the *Order Approving First Application of Amherst Consulting, LLC for Compensation & Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors* [Doc. No. 435] (“Interim Fee Order”)

wherein it granted Amherst interim compensation in the amount of \$53,780 pursuant to section 331 for professional fees and expenses incurred in these cases through October 31, 2020.

6. By this Fee Application, Amherst seeks final approval of the fees and expenses allowed and paid pursuant to the Interim Fee Order. Amherst has not incurred any fees or expenses in these cases other than those fees and expenses approved in the Interim Fee Order and, therefore, is not seeking approval of any additional fees or expenses in this Fee Application.

7. Amherst submits that the compensation allowed and paid pursuant to the Interim Fee Order represents a fair and reasonable amount for the services rendered in these cases, given the criteria set forth in section 330 for evaluating applications for compensation, namely:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

8. In compliance with Bankruptcy Rule 2002(a)(6), Local Bankruptcy Rule 2016-2(c), and the Compensation Order, Amherst will provide notice of this Fee Application through the Court's ECF system to: (a) counsel for the Debtors; (b) the Office of the United States Trustee for the Western District of Michigan; and (c) parties who have filed a notice of appearance with the Clerk of the Court and requested notice of filings in these cases. Additionally, Amherst will provide notice of this Fee Application, by electronic mail, to: (i) BarFly Ventures, LLC, c/o Mark

A. Sellers, III, 35 Oakes Street, SW, Suite 400, Grand Rapids, Michigan 49503, email: mark@barflyventures.com; (ii) Pachulski Stang Ziehl & Jones LLP (Attn. John Lucas), 150 California Street, 15th Floor San Francisco, California 94111-4500, email: jlucas@pszjlaw.com; (iii) Warner Norcross + Judd LLP, 1500 Warner Building, 150 Ottawa Avenue, NW, Grand Rapids, Michigan 49503 (Attn. Elisabeth M. Von Eitzen), email: evoneitzen@wnj.com; (iv) the Office of the United States Trustee, 125 Ottawa Street, Suite 200R, Grand Rapids, Michigan 49503 (Attn. Michael Maggio), email: michael.v.maggio@usdoj.gov; (v) Rayman & Knight, 141 E Michigan Ave # 301, Kalamazoo, Michigan 49007 (Attn: Steve Rayman), email: slr@raymanknight.com; and (vi) Paul Hastings LLP, 71 South Wacker Drive, Suite 4500, Chicago, Illinois 60606 (Attn: Nathan S. Gimpel), email: nathangimpel@paulhastings.com. Amherst submits that, in light of the nature of the relief requested, no other or further notice need be provided.

**WHEREFORE**, Amherst respectfully requests that this Court enter an order substantially in the form attached as **Exhibit A** to this Fee Application:

- (a) Allowing and approving, on a final basis, the fees and expenses allowed and paid pursuant to the Interim Fee Order; and
- (b) Providing Amherst with any additional relief as may be appropriate under the circumstances.

Respectfully submitted by,

Dated: March 5, 2021

**JAFFE RAIT HEUER & WEISS, P.C.**

By: /s/ Paul R. Hage  
Paul R. Hage (P70460)  
27777 Franklin Road, Suite 2500  
Southfield, MI 48034  
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[phage@jaffelaw.com](mailto:phage@jaffelaw.com)

-and-

**SUGAR FELSENTHAL GRAIS &  
HELSINGER, LLP**

Michael A. Brandess  
30 N. LaSalle Street, Suite 3000  
Chicago, IL 60602  
(312) 704-9400  
[mbrandess@sfigh.com](mailto:mbrandess@sfigh.com)

*Counsel for the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC*

**Exhibit A**  
**(Proposed Order)**



**UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MICHIGAN**

In re:

BARFLY VENTURES, LLC, *et al*,<sup>4</sup>

Debtors.

Chapter 11

Case No. 20-01947-jwb

Hon. James W. Boyd

Jointly Administered

**ORDER APPROVING FINAL APPLICATION OF AMHERST CONSULTING, LLC  
FOR COMPENSATION & REIMBURSEMENT OF EXPENSES AS FINANCIAL  
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

This matter having come before the Court on the *Final Application of Amherst Consulting, LLC for Compensation & Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors* (the “Application”)<sup>5</sup> filed by Amherst Consulting, LLC (“Amherst”); notice of the Fee Application being sufficient and consistent with the Compensation Order; and no objections to the Fee Application having been filed:

**IT IS HEREBY ORDERED:**

1. The Fee Application is granted.
2. The fees and expenses allowed and paid pursuant to the Interim Fee Order are allowed and approved on a final basis.

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<sup>4</sup> The Debtors are: Barfly Ventures, LLC (8379), Barfly Management, LLC (6274), 9 Volt, LLC (d/b/a HopCat)(1129), 50 Amp Fuse, LLC (d/b/a Stella’s Lounge)(3684), GRBC Holdings, LLC (d/b/a Grand Rapids Brewing Company)(2130), E L Brewpub, LLC (d/b/a HopCat East Lansing)(5334), HopCat-Ann Arbor, LLC (5229), HopCat-Chicago, LLC (7552), HopCat-Concessions, LLC (2597), HopCat-Detroit, LLC (8519), HopCat-GR Beltline, LLC (9149), HopCat-Holland, LLC (7132), HopCat-Indianapolis, LLC (d/b/a HopCat-Broad Ripple)(7970), HopCat-Kalamazoo, LLC (8992), HopCat-Kansas City, LLC (d/b/a HopCat-KC, LLC and Tikicat)(6242), HopCat-Lexington, LLC (6748), HopCat-Lincoln, LLC (2999), HopCat-Louisville, LLC (0252), HopCat-Madison, LLC (9108), HopCat-Minneapolis, LLC (8622), HopCat-Port St. Lucie, LLC (0616), HopCat-Royal Oak, LLC (1935), HopCat-St. Louis, LLC (6994), Luck of the Irish, LLC (d/b/a The Waldron Public House, LLC and McFadden’s Restaurant Saloon)(4255).

<sup>5</sup> Capitalized terms not otherwise defined herein shall have the meaning given to them in the Fee Application.

3. This Court retains exclusive jurisdiction to resolve any dispute arising from or related to this Order.

**END OF ORDER**

*Order prepared and submitted by:*

JAFFE RAITT HEUER & WEISS, P.C.

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*Counsel for the Official Committee of Unsecured  
Creditors of Barfly Ventures, LLC et. al.*